

Exhibit C

THE TROPHY TRUST

Dated the 11th day of April, 2002

FIRST FINANCIAL CARIBBEAN TRUST COMPANY LIMITED
(the Original Trustee)

TABLE OF CONTENTS

<u>CLAUSE</u>	<u>HEADING</u>
1	DEFINITIONS AND INTERPRETATION
2	PROPER LAW
3	DECLARATION OF TRUST
4	POWER TO CHANGE BENEFICIARIES
5	RELEASE OF POWERS
6	COMMUNITY OF PROPERTY EXCLUDED
7	POWER TO TRANSFER INTO ANOTHER TRUST
8	POWER TO APPOINT TRUSTEES IN ANOTHER JURISDICTION
9	TRUSTEES AND PROTECTORS REMUNERATION
10	CHANGE OF TRUSTEES
11	EMERGENCY PROVISIONS
12	TRUSTEES INDEMNITY
13	POWERS AND INDEMNITIES IN RELATION TO UNDERLYING COMPANIES
14	INVESTMENT MANAGEMENT
15	THE PROTECTOR
16	IRREVOCABLE NATURE OF DECLARATION
17	CLAUSE HEADINGS
18	ADDITIONAL POWERS AND PROVISIONS
19	EXERCISE OF POWERS BY THE TRUSTEES
20	DELEGATION OF POWERS
21	POWERS EXERCISABLE WITHIN PERMITTED PERIOD ONLY
22	THE FIRST SCHEDULE

23	THE SECOND SCHEDULE
24	THE THIRD SCHEDULE
25	ADDITIONAL POWERS AND PROVISIONS
26	TRUSTEES DUTY TO ACCOUNT
27	POWER TO APPROPRIATE
28	MISCELLANEOUS PROVISIONS RELATING TO EXERCISE OF TRUSTEE POWERS
29	PAYMENTS TO MINOR OR DISABLED BENEFICIARIES
30	NOTICES

THE TURKS & CAICOS ISLANDS
PROVIDENCIALES

THIS DECLARATION OF TRUST is made the 11th day of April 2002, **BY FIRST FINANCIAL CARIBBEAN TRUST COMPANY LIMITED** a Company incorporated and existing under the Laws of the Turks & Caicos Islands and having its registered office at Town Centre Building, Town Centre in the Island of Providenciales one of the Islands of the Turks & Caicos Islands (hereinafter called "the Original Trustee")

WHEREAS the sum described in the First Schedule hereto has been transferred to the Original Trustee (the receipt whereof the Original Trustee hereby acknowledges) to the intent that the same shall be held upon the trusts and with and subject to the powers and provisions hereinafter declared and contained concerning the same.

NOW THIS DEED made in pursuance of the said desire and intent **WITNESSETH** as follows:-

INTERPRETATION

1. **IN** this Declaration the following expressions shall have the following meanings:-
 - (i) "First Financial Caribbean Trust Company" means the Original Trustee or any corporate parent or affiliate of the Original Trustee
 - (ii) "Appointor" means Dean Jupiter
 - (iii) "**the Beneficiaries**" means :
 - (a) all and any of the persons or classes of persons specified in the Second Schedule hereto now in existence or born hereafter before the Perpetuity Date unless subsequently excluded pursuant to an exercise of the power of exclusion contained in Clause 4 hereof; and
 - (b) all and any of the persons added as Beneficiaries pursuant to an exercise of the power of addition contained in Clause 4 hereof unless subsequently excluded pursuant to an exercise of the power of exclusion contained in the same Clause.

- (iv) "charity" means a body corporate or unincorporated which is established anywhere in the world for charitable purposes
- (v) "children" and "issue" for the purposes of this Declaration shall not include illegitimate persons but shall include all adopted or legitimated persons and they shall be treated as the children of their respective adoptive or legitimating parents and no other and so that for all purposes of this Declaration a person adopted or legitimated shall include any person adopted or legitimated in accordance with the laws of the place of residence or domicile at or after the time of adoption or legitimization of the adopted or legitimated person or of the adoptive or legitimating parents or either of them
- (vi) "disability" means with respect to any person any legal physical or mental disability or incapacity of that person and the decision of the Trustees reached in good faith and after such enquiry as the Trustees deem appropriate as to whether such disability exists or not shall be conclusive and binding and the Trustees shall not be liable for any action which may be taken by them or any other person pursuant to any such decision as to disability
- (vii) "minor" includes any person who has not attained the age of eighteen years notwithstanding that such person may by and in accordance with the law of his domicile or residence be of full age
- (viii) the Perpetuity Date" means whichever of the following dates shall first occur:
 - (a) the date Eighty (80) years from the date of this Declaration;
 - (b) such date as the Trustees may at their absolute discretion by deed appoint
- (ix) "property" means real personal movable or immovable property of any description and wheresoever situate including policies of any description cash and choses in action
- (x) "the Protector" means the person appointed in accordance with Clause 15 as the Original Protector and any successor of the Original Protector from time to time hereof
- (xi) "the Emergency Trustee" means the person from time to time designated as such pursuant to the provisions of Clause 11 (iv)

- (xii) "the Scheduled Property" means the property described in the First Schedule hereto
- (xiii) "the Trustees" means the Original Trustee or other Trustees or Trustee for the time being and from time to time hereof
- (xiv) the Trusts Law" means (subject to any change in the proper law of this Declaration) the Trusts Ordinance 1990
- (xv) "the Trust Fund" means:-
 - (a) The Scheduled Property and
 - (b) any further or additional property which any person or persons may donate to or vest or cause to be vested in the Trustees to be held upon the trusts and with and subject to the powers and provisions hereof and
 - (c) the property for the time being and from time to time representing the Scheduled Property and the further or additional property (if any) aforesaid including all accumulations of income and accretions to the capital
- (xvi) the singular number only shall include the plural number and vice versa
the masculine gender only shall include the feminine gender and vice versa
- (xvii) the neuter gender only shall include the masculine gender and the feminine gender and vice versa
- (xviii) persons shall include corporations

PROPER LAW

- 2. (i) THIS Declaration is established under the laws of The Turks & Caicos Islands and the rights of all the parties and of all the Beneficiaries shall subject always to any change in the proper law authorised by this Declaration be governed by and construed in accordance with the laws of The Turks & Caicos Islands the Courts of which shall be the forum for the administration hereof notwithstanding that one or more of the Trustees hereof may from time to time be resident or domiciled elsewhere than in The Turks & Caicos Islands and provided always that the Trustees may administer and manage this Declaration in and from such place or places as they shall from time to time think fit without prejudice to the law declared to be applicable hereto and whether or

THE FIRST SCHEDULE above referred to:

US\$100 (One Hundred Dollars United States currency)

THE SECOND SCHEDULE above referred to:

Barbara Ann Jupiter

Jillian Coen

Robert Coen